

**Amendment to the Interconnection Agreement
Between
XO Communications Services, Inc. and
BellSouth Telecommunications, Inc.
Dated August 31, 2003**

This Amendment is entered into by and between XO Communications Services, Inc. ("XOCS") successor by operation of law to XO Long Distance Services, Inc. ("XO Long Distance") and BellSouth Telecommunications, Inc. ("BellSouth") hereinafter referred to collectively as the "Parties," to amend that certain Interconnection Agreement between the Parties dated August 31, 2003 ("Interconnection Agreement") to be effective April 4, 2005.

WHEREAS, XO Long Distance has assigned the Interconnection Agreement to XO Communications Services, Inc. (XOCS), a Delaware corporation.

WHEREAS, the Parties desire that the Interconnection Agreement be amended to reflect the correct corporate entity name.

NOW, THEREFORE, in consideration of the mutual promises and covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The name of XO Long Distance Services, Inc. (XO Long Distance) in the Interconnection Agreement is hereby deleted throughout the Interconnection Agreement and replaced with XO Communications Services, Inc. (XOCS).
2. The Parties agree to delete and replace in its entirety Section 20.1 of General Terms and Conditions as follows:

20.1 With respect to legal notices, every such notice, consent, approval, or other communications required or contemplated by this Agreement shall be in writing and shall be delivered by hand, by overnight courier or by US mail postage prepaid, address to:

BellSouth Telecommunications, Inc.

BellSouth Local Contract Manager
600 North 19th Street, 10th Floor
Birmingham, AL 35203

and

9/15/02

ICS Attorney
Suite 4300
675 West Peachtree Street
Atlanta, GA 30375

XO Communications Services, Inc.

Dana Shaffer
Vice President, Regulatory Counsel
105 Molloy Street, Suite 300
Nashville, TN 37201
Telephone Number: 615-777-7700
Facsimile Number: 615-850-0343

and

Gegi Leeger
Director Regulatory Contracts
11111 Sunset Hills Road
Reston, VA 20190
Telephone Number: 703-547-2109
Facsimile Number: 703-547-2300

3. All of the other provisions of the Interconnection Agreement, dated August 31, 2003, shall remain in full force and effect.
4. Either or both of the Parties is authorized to submit this Amendment to each Public Service Commission for approval subject to Section 252(e) of the Telecommunications Act of 1996.

Signature Page

IN WITNESS WHEREOF, the Parties have executed this Agreement the day and year written below.

**BellSouth Telecommunications,
Inc.**

By: 

Name: Kristen E. Rowe

Title: Director

Date: 3/23/05

XO Communications Services, Inc.

By: 

Name: Dana Shaffer

Title: VP

Date: 3/21/05

(LD)